

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1297.
FILED, MARCH 18th. 1965.

METAL MINES LIMITED (No Personal Liability)

Full corporate name of Company
Incorporated under The Quebec Mining Companies' Act
by Letters Patent dated December 16th, 1955.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1147.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	To reflect the following: (i) the terms of an agreement between the Company and Torwest Resources (1962) Ltd. and the assignment of a 50% interest therein to Canadian Nickel Company Limited; (See Schedule "A" on page 4.) (ii) the terms of an agreement entered into between the Company's subsidiary, Prairie Potash Mines Limited, and Canadian Nickel Company Limited; (See Schedule "B" on page 5.)		
2. Head office address and any other office address.	Head Office - Suite 914, 1155 Dorchester Blvd. West, Montreal, Quebec. Executive Office - Suite 1600, 100 Adelaide Street W., Toronto, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director	Ashton William Johnston 55 Edgehill Road Toronto, Ontario	Mining Engineer
	Vice-President, General Manager and Director	H. Brodie Hicks 23 Princeton Road Toronto, Ontario	Mining Engineer
	Secretary and Director	L. E. Wetmore 1394 Milton Avenue Port Credit, Ontario	Accountant
	Treasurer	William M. O'Shaughnessy 200 Ridley Blvd. Toronto, Ontario	Accountant
	Director	William McKee R.R. #1 Streetsville, Ontario	Accountant
	Director	W. C. Campbell 95 Dunvegan Road Toronto, Ontario	Barrister and Solicitor
	Director	Eliot Janeway Suite 5901 350 Fifth Avenue New York, N.Y.	Publisher and Economic Consultant
	Director	A. B. Whitelaw, Q.C. 11 Yorkleigh Avenue Weston, Ontario	Barrister and Solicitor
4. Share capitalization showing authorized and issued and outstanding capital.	The Company has an authorized capital of \$8,500,000.00 divided into 8,500,000 shares of the par value of \$1.00 each of which there are issued, outstanding and fully paid 7,215,700 shares.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None		

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company is continuing to produce nickel-copper concentrates from its mining plant at Gordon Lake, Ontario, and is proceeding with the necessary development work to place the Torwest properties into commercial production. (See Schedule "A") The Company also intends to cause Prairie Potash Mines Limited to carry out exploration and development work on its potash prospects in Manitoba. (See Schedule "B")</p> <p>In addition the Company will participate in a diamond drilling programme in Dalet Township (see Item 19), and will carry out an exploration programme on its properties in Calvert Township (see Item 20). See Schedule "A" on page 4 and Schedule "B" on page 5.</p>
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company has produced and sold nickel-copper concentrates from its Gordon Lake properties and has performed exploratory work on the Torwest properties and financed the drilling of three potash wells in Manitoba by Prairie Potash Mines Limited. The Company has maintained its interest in the properties optioned in the Cache Creek area, Province of British Columbia, and has participated in exploration and development work thereon including some drilling on the properties.</p>
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>The Canadian Faraday Corporation Limited Suite 1600 100 Adelaide Street West Toronto, Ontario</p> <p>(beneficial owner) 6,078,284 shares</p> <p>E. T. Lynch & Co. 55 Yonge Street * Toronto, Ontario 52,601 shares</p> <p>Davidson & Co. 25 Adelaide Street West * Toronto, Ontario 50,947 shares</p> <p>J. H. Crang & Co. 40 Adelaide Street West * Toronto, Ontario 31,322 shares</p> <p>Bouchard & Co. Limited 1015 Beaver Hall Hill * Montreal, P.Q. 30,126 shares</p> <p>* beneficial owner not known</p>

SCHEDULE "A"

Under agreement with Torwest Resources (1962) Ltd. ("Torwest"), Metal Mines Limited ("Metal"), was granted an exploratory option on a group of mining claims in the Rossland area, Kootenay District, British Columbia, and has, in accordance with the terms thereof, elected to place the property into commercial production. Metal will cause the incorporation of a company to acquire the mining claims and provide it with sufficient finances to achieve commercial production. The new company will have an authorized capital of 5,000,000 shares consisting of 3,000,000 Class "A" common shares and 2,000,000 Class "B" common shares. Subject to the terms of the option agreements with respect to claims held under option, the claims shall be transferred to the operating company and there will be issued as fully paid and non-assessable to Torwest therefor 3,000,000 Class "A" shares, and to Metal 2,000,000 Class "B" shares. The holders of the Class "B" shares shall have the right to elect three of the five directors of the operating company.

The operating company shall create 6% secured income debentures, which shall be issued to Metal for expenditures incurred by Metal in the putting of the property into commercial production.

Distributable profits shall until the retirement of the income debentures be paid out as follows:

- 80% to holders of income debentures;
- 12½% to the holders of Class "A" shares;
- 7½% to a trustee for those entitled to \$750,000.00 out of proceeds from production in accordance with the terms of option agreements with respect to the claims held under option.

After retirement of the income debentures and so long as any part of the sum of \$750,000.00 aforesaid remains payable, profits shall be paid out as follows:

- 12% to the trustee aforesaid until the said sum of \$750,000.00 shall have been paid;
- 48% by way of an annual dividend on Class "A" shares;
- 40% by way of an annual dividend on Class "B" shares.

After the retirement of the income debentures and payment in full of the aforesaid sum of \$750,000.00, the Class "A" shares and Class "B" shares shall rank pari passu for dividends and for any distribution of capital.

By Agreement dated the 5th day of February, 1965, Metal has assigned to Canadian Nickel Company Limited, one-half of all its right, title and interest in the aforesaid agreement with Torwest.

SCHEDULE "B"

Prairie Potash Mines Limited ("Prairie"), a company in which Metal Mines Limited ("Metal") holds 1,700,005 shares of the total issued capital of 2,400,005 shares, has entered into an agreement with Canadian Nickel Company Limited ("Canico") pursuant to the terms of which Canico has, subject to investigation and verification of titles to the potash rights, agreed to incur expenses in an amount not in excess of \$250,000.00 for the carrying out of exploration and development work on the potash prospects of Prairie in the Province of Manitoba, in implementation of recommendations contained in the report of H. F. Morrow, PhD. dated November 27th, 1964, and in consideration therefor Prairie shall allot and issue to Canico as fully paid and non-assessable up to 1,200,000 shares of its capital stock.

Canico shall also at its option have the right to incur further expenses in an amount not in excess of \$250,000.00 on the same terms, and thereafter the right to purchase such further number of shares of the capital stock of Prairie at 40¢ as Canico may elect up to a maximum number of 2,400,005 shares.

Metal has agreed that upon Canico's commitment to proceed to incur the initial expenditure referred to, to cause to be appointed to the Board of Directors of Prairie two directors who shall be nominees of Canico, and upon Canico's exercise of its right to expend the further amount, to cause to be appointed to the Board of Prairie one additional director who shall be a nominee of Canico, and cause the election of one of Canico's nominees as President of the Company.

FINANCIAL STATEMENTS

METAL MINES LIMITED

BALANCE SHEET - JANUARY 31, 1965

ASSETS

CURRENT ASSETS

Cash in Banks and Deposit Receipts	\$1,279,045	
Concentrates at estimated sales value	845,438	
Accounts Receivable and Accrued Interest	252,655	
Income Taxes Recoverable	431,500	
Supplies at average cost	290,479	
Prepaid Expenses	45,709	\$3,144,826

INVESTMENTS AND ADVANCES

Shares of Prairie Potash Mines Limited	\$ 180,000	
Smelter Power Corporation:		
Shares at nominal value	1	
Advances	159,120	
Shares of other companies, at cost	3,616	
6½% Mortgage Receivable due June 15, 1966	204,700	
Advances due from parent company	412,043	959,480

FIXED ASSETS

Buildings, plant and equipment	\$3,256,710	
Less: Allowance for depreciation	648,385	2,608,325
Mining claims, rights, properties and leases		37,428

OTHER ASSETS

Interest in power line, at cost	\$ 191,686	
Deferred Development Expenditures	74,539	266,225
		<u>\$7,016,284</u>

LIABILITIES

CURRENT LIABILITIES

Bank Loan Secured	\$ 184,480	
Accounts Payable and Accrued Expenses	224,034	\$ 408,514

SHAREHOLDERS' EQUITY

Capital Stock - Authorized, 8,500,000 shares par value \$1.00 each		
Issued, 7,215,700 shares	\$7,215,700	
Deficit	607,930	6,607,770
		<u>\$7,016,284</u>

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

1100 Kent Link Director W. J. Murray Director

STATEMENT OF INCOME

FOR THE THIRTEEN MONTH PERIOD ENDED JANUARY 31, 1965

Sale of Concentrates		\$5,112,615
Operating Expenses	\$4,055,935	
Ontario Mining Tax	27,125	4,083,060
Income before undernoted items		\$1,029,555
Bancroft mine shut-down and maintenance expense	\$ 133,975	
Outside exploration	124,084	
Depreciation	361,025	
Amortization of Deferred Development	20,859	
Loss on Sale of Investments	28,335	668,278
Net Income for Period		<u>\$ 361,277</u>

STATEMENT OF DEFICIT

AS AT JANUARY 31, 1965

Deficit at January 1, 1964		\$1,012,443
Add - Dividend declared		577,256
		1,589,699
Deduct:		
Net income for period	\$ 361,277	
Profit on disposal of fixed assets	620,492	981,769
Deficit at January 31, 1965		<u>\$ 607,930</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD JANUARY 1, 1964 TO JANUARY 31, 1965

SOURCE OF FUNDS

Net Income for Period	\$ 361,277	
Add - Depreciation	361,025	
Amortization of Deferred Development	<u>20,859</u>	\$ 743,161
Proceeds from disposal of interest in Canadian Silica Corporation		1,021,442
Proceeds from disposal of fixed assets		620,492
Decrease in Advances to other companies		243,117
Refund of partial interest in power line		<u>19,926</u>
		<u>\$2,648,138</u>

APPLICATION OF FUNDS

Acquisition of shares in Prairie Potash Mines Ltd.		\$ 180,000
Dividend paid		577,256
Purchase shares of other company		2,989
6 1/2% Mortgage acquired		204,700
Additions to Plant and Equipment		388,937
Acquisition of mining claims		1,800
Long Term Liabilities Retired		163,043
Deferred Development Expenditures		55,775
Increase in Working Capital as follows:		
Working Capital January 31, 1965	\$2,736,312	
" " January 1, 1964	<u>1,662,674</u>	<u>1,073,638</u>
		<u>\$2,648,138</u>

We certify the above to be in accordance with the records of the company and there has been no material change since that date.

W. Braden Lids Director W. Braden Lids Director

ENGINEER'S REPORT

Note:- The following are excerpts from a report by H. F. Morrow, B. Sc., M. A., Ph. D., P. Eng., dated November 27th, 1964, on the Manitoba Potash Properties of Prairie Potash Mines Limited. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

This report covers the results of my investigations into the drilling recently completed by Prairie Potash Mines Ltd. on their Manitoba Potash acreage. The main purpose was to evaluate the data with a view to locating additional drilling sites. Also I was requested to include various items that were discussed verbally and make them in the form of recommendations.

Such routine matters as acreage holdings, general geology, location and accessibility, power, water and labour availability are not discussed. However, certain factors related to mining and refining, especially in comparison to other published data on properties along the potash trend, are discussed.

SUMMARY OF DRILLING RESULTS

Of the 3 holes drilled by Prairie Potash only 2 will be dealt with in detail so far as the main bed is concerned. The 3rd hole (8-6-17-29) provided valuable geological data but the main ore bed was well below the minimum requirements.

The total amount of sylvite mineralization within the salt section of interest has decreased as one proceeds into Manitoba. However, this is of little or no consequence as only one bed will be mined. Fortunately one bed has been proven to be well developed on Prairie Potash's acreage.

From the gamma logs it is evident that the mineral zone of interest is composed of 3 anomalies or beds. I have indicated these as 1, 2, and 3 (from the top) on the logs. The main bed under consideration is composed of 2 and 3 anomalies and will be the section mined. Therefore, future correlations and calculations will be concerned primarily with this section. It is quite possible that in future drill holes the 2 and 3 anomalies will coalesce to form one very rich section.

In hole 8-6-17-29 the #1 anomaly was very well developed but the main section, composed of #2 and #3, was very poorly developed, which suggests the edge of the basin of deposition.

Hole 3-4-17-29 - all measurements from Kelly Bushing

Depth to salt top	-3044 feet
Depth to main bed	-3120 "
Salt back	- 76 "
Thickness of main bed	- 91" (7'7")
Total K ₂ O content	- 28.63% K ₂ O
% K ₂ O Carnallite	- 0.92% K ₂ O
% K ₂ O Sylvite	- 27.71% K ₂ O
% Insoluble (clay)	- 1.30%

Hole 14-28-16-29

Depth to salt top	- 3068 feet
Depth to main bed	- 3148 feet
Salt back	- 80 feet
Thickness of main bed	- 75" (6'3")
Total K ₂ O content	- 21.64% K ₂ O
% K ₂ O Carnallite	- 1.40% K ₂ O
% K ₂ O Sylvite	- 20.24% K ₂ O
% Insoluble (clay)	- 0.96%

An average of these two holes should give a good indication as to what can be expected within the development area (figure 1) as presently conceived. However, Tombill's results to the north would suggest that an improvement can be expected. These two holes provide a mining bed 83 inches (6'11") thick averaging 25.5% total K₂O with 1.14% K₂O as carnallite and 24.36% K₂O as sylvite. The clay content averages a low 1.14% over the main section.

The salt back should range between 60 feet and 80 feet within the development area. From an examination of the salt cores above the main zone in 3-4-17-29 at least 40 feet free of clay partings can be expected above the main bed. The Carnallite is quite scattered and does not form a bed to provide a possible parting.

The depths to the salt and main potash bed are most favourable compared to other mines in Saskatchewan. This factor along with the excellent salt backs will allow for a favourable extraction factor probably up to 40% on initial mining. For instance I. M. C. at 200 feet plus greater depths is presently extracting 35% of the ore in place.

RESERVE CALCULATIONS OF INTEREST

The development area in figure 1 contains 19 square miles (sections). An ore with 25% K_2O as sylvite and 10% carnallite will require 15.8 cubic feet per ton in place. This results in 1.8 million

CONCLUSIONS AND RECOMMENDATIONS

1. Five additional holes are recommended to establish a development area of 19 sections.
2. Engineering factors associated with mining, refining and shaft sinking are as good or better than others along the entire potash trend.
3. The core sampling and analyses of the 3 holes are considered accurate. However, the core from the ore zone sections should be carefully and thoroughly cleaned so that check sampling and more detailed logging can be undertaken. The coarse-grained character of the sylvite warrants an additional quarter sample from the cores.
4. All future measurements should be done in the decimal system for ease of calculations and less likely to make mistakes.
5. A base map should be drawn up immediately on the same scale as the land map (2" = 1 mile). The sections can be numbered in small figures and only quarter section lines used. Completed holes can be plotted with location numbers. Prints from this base map will be used for structure contouring important horizons such as the salt top, main potash bed, and certain geological horizons above the salt. Also, isopachous (thickness) maps will be made of the salt backs, main potash bed and the Blairmore section.
6. Detailed strip logs (lithologic) should be made from the start of coring to the base of the hole. All data related to the core should be placed on this log (5 feet = 1 inch).
7. I think it would be desirable to use one company for radioactive logging and my choice is the Schlumberger Company.
8. With strong partners and the full co-operation of the Manitoba Government Prairie Potash is in a most enviable position in this regard.
9. When Tombill Mines relinquishes their Manitoba acreage I assume it will be taken up by Prairie Potash for additional reserves.
10. All rejects from sampling should be saved and stored in the Toronto offices. These will be most useful for metallurgical tests.
11. I think a substantial saving can be made on future drilling by careful negotiations in Calgary,
12. I trust that John Cormie, with his present knowledge, will be able to devote most of his time to the many details of this project.
13. When future analytical work is done at Saskatoon it should be requested to have the calculated results include the percentage carnallite and sylvite also the K_2O as carnallite and K_2O as sylvite.
14. A mining thickness of 6.5 feet to 7 feet is excellent and a mine grade of 24% to 26% K_2O as sylvite will be quite competitive with any Saskatchewan Potash producers - especially when other factors are considered.

Respectfully submitted,

Harold F. Morrow
Harold F. Morrow, Ph.D., P. Eng.

LOW & MORROW

November 27th, 1964

Victoria, B. C.

CERTIFICATE

I, Harold F. Morrow, of 2592 Bowker Avenue, Oak Bay, Victoria, British Columbia, hereby certify:

1. That I graduated from the following Universities:
B. Sc. (Geology) University of Saskatchewan.
M. A. (Geology) Queen's University.
Ph. D. (Geology) McGill University.
2. That I am a Registered Professional Engineer in the Provinces of Saskatchewan and British Columbia, a member of the Canadian Institute of Mining and Metallurgy, a member of the Geological Society of Canada, a member of the American Association of Petroleum Geologists and other Professional bodies.
3. That I have specialized in the geology of the Saskatchewan - Manitoba potash deposits for the past 15 years. First as Chief Geologist for the Province of Saskatchewan and since 1952 as a Consulting Geologist.
4. That I have examined the drill cores and all data concerning the potash properties of Prairie Potash Mines Limited for my report dated November 27, 1964.
5. That I have no interest in Prairie Potash Mines Limited nor do I expect to receive any such interest.

March 8th, 1965
Victoria, B. C.

Harold F. Morrow
Harold F. Morrow Ph.D., P.Eng.

ENGINEER'S REPORT

Note:-The following are excerpts from a report by H. B. Hicks., M. Eng., P. Eng., dated March 31st, 1965, on mining claims located northwest of Rossland, Province of British Columbia. A complete copy of this report is on file with the Toronto Stock Exchange.

RED MOUNTAIN CLAIMS

INTRODUCTION

The claim group, near Rossland, B.C., was optioned by Torwest Resources (1962) Limited early in 1964. The area lies a short distance northwest of the former gold-copper producers of the camp and the original intention of Torwest was to explore for ores of this type. This objective was proceeded with, making use of geophysical surveys, followed by diamond drilling, with little success. In the course of this work, however, significant discoveries of molybdenite mineralization were made, which constitute the basis for the present interest in the claims.

A verbal agreement was concluded between Torwest and Metal Mines late in October 1964, (formalized under date of December 15, 1964), under the terms of which the latter company assumed direction of further work which has continued to the present.

LOCATION AND FAULTITIES

The property is located about 1½ miles by road northwest of Rossland, B.C., a town of some 4,000 inhabitants. Rossland in turn, is 8 miles west of the smelter city of Trail. The situation with respect to all of the services normally required in a mining operation is exceptionally good.

The climate is moderate, but with heavy snowfall. The topography is mountainous, but not rugged. Road building will not be a problem and mill siting only a minor one. Water supply is limited, but should not present a major difficulty except for an operation larger than the 400-500 ton per day plant presently visualized. Elevations on the property vary from under 4,000 feet to 5,100 feet, the latter being that of the top of Red Mountain. Slopes are generally of the order of 30 degrees.

PROPERTY

The holdings comprise 10 crown grants and 2 staked claims, plus four other claims optioned from Consolidated Mining and Smelting Company Limited, all in one contiguous group.

		<u>Lot No.</u>	<u>Acres</u>
C.G.	- Good Friday	967	48.45
	High Ore	1641	24.40
	Jumbo	965	20.66
	Nevada	966	33.67
	Sam Hayes	3014	2.27
	Peak	1209	9.69
	Mountain View	682	15.65
	Coxey	1221	40.85
	Ophir	1829	9.20
	Ontario	1057	<u>49.27</u>
			254.11
		<u>Record</u>	
Staked	- Tor. #1 Fraction	1429	staked Jan. 3, 1964
	Tor. #2 Fraction	1430	
Optioned	- Grey #1	1055	staked Nov. 16, 1963
	Grey #2	1056	
	Grey #9 Fraction	1063	
	Grey #10 Fraction	1064	

DIAMOND DRILLING

Diamond drilling started March 3, 1964. Only those holes concerned with molybdenite exploration will be considered here.

Up to the time of the Torwest-Metal Mines agreement, the main, or "A" ore zone on the Coxey claim, had been tested by 69 diamond drill holes aggregating 11,508 feet. These were laid out on a grid pattern on lines approximately east-west, 75 feet apart, with individual hole spacing along these lines at 50-foot intervals. The usual plan adhered to was to drill two holes from each site, one vertical and one inclined south at 30 degrees, to test continuity.

These holes outlined an orebody with an average thickness of 60 to 65 feet, conforming to the slope of the hillside and covered with a few feet of unconsolidated material. Lateral dimensions were of the order of 250 by 350 feet, and tonnage was approximately 350,000 tons grading in excess of 0.50% MoS₂.

The principal work carried out under the direction of Metal Mines Limited has been to recheck this estimate by a complete redrilling with vertical holes at 50-foot centres. While final calculations of the results of this work await completion of some assays and some check surveying, it appears that tonnage will be somewhat increased and grade lowered correspondingly. A final overall grade of the order of 0.45% MoS₂ appears probable. Additionally, recent holes give promise of some extension of the shoot to the north with material grading about 0.30% MoS₂. The extent is unknown.

The "B" zone lies some 300 feet to the west of and downhill from the "A" zone. Only limited drilling has been carried out here but four holes have returned thicknesses and values of the same order as those encountered in the "A". Additional drilling is planned for the immediate future.

There are a number of other known occurrences of molybdenum on the claim group which will be investigated in due course.

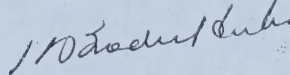
ECONOMICS

Recoverable value of the ore in the "A" zone is estimated at \$8.00 per ton and operating costs on a 400-ton per day basis at \$4.00 per ton. On this basis there would appear to be a recoverable operating profit from the "A" zone in excess of \$1,600,000. This should be more than sufficient to write off a plant, leaving a modest profit and the probability of gaining additional tonnage from the "B" zone and possibly other areas.

RECOMMENDATION

Studies should proceed forthwith into the capital cost and operating economics of a plant with a capacity of the order of 400 tons per day with the objective of reaching production late in the present year. In the meantime, diamond drilling, with one machine, should be continued.

Respectfully submitted,



H. Brodie Hicks, M.Eng., P.Eng.
Vice-President and General Manager.

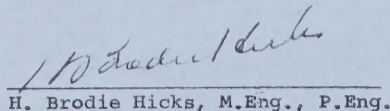
HBH:as

C E R T I F I C A T E

I, H. Brodie Hicks, of the City of Toronto, in the County of York, Province of Ontario, hereby certify:

1. That I am a mining engineer residing at 23 Princeton Road, Toronto 18, Ontario.
2. That I am a graduate of McGill University, Montreal, with the degrees of Bachelor of Engineering (1934) and Master of Engineering (1935) in Mining Engineering.
3. That I am a Registered Professional Engineer of the Province of Ontario, in the Mining Division.
4. That I have practiced my profession as a mining engineer for 30 years.
5. That I am Vice-President and General Manager of Metal Mines Limited, and as such hold one qualifying share therein, but that I do not have any other share interest in Metal Mines Limited.
6. That the accompanying report is based on my personal knowledge of the property acquired on several visits within the past six months and on general direction of the exploratory work during that period.

Dated at Toronto, Ontario, in the County of York, this 31st day of March, 1965.



H. Brodie Hicks, M.Eng., P.Eng.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Canadian Faraday Corporation Limited Suite 1600 100 Adelaide Street West Toronto 1, Ontario			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Security	Company	Book Value	Market
	66,666	pref. Smelter shares Power	\$ 1.00	None
	66,667	common Corporation shares		
	1,000,000	common Johnsby shares Mines Limited	\$ 1.00	None
	62,500	common Mount Nansen shares Mines Limited (escrowed)	\$ 1.00	None
	1,700,000	common Prairie shares Potash Mines Limited	\$180,000.00	-
	30,931	common Sonoma shares International Inc.	\$ 3,614.40	\$16,393.43
	6 1/2% First Mortgage - Bowes & Cox Properties Limited - principal amount \$178,200.00			
	On July and August of 1964, the Company purchased 63,717 shares of Sonoma International Inc. for a total purchase price of \$7,445.54.			
	In October and November of 1964, 32,786 shares were sold for \$14,186.23.			
	The shares were purchased and sold through the facilities of the Pacific Stock Exchange.			
18. Brief statement of any lawsuits pending or in process against company or its properties.	None			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Agreement made as of the 10th day of January, 1964 between Herman H. Huestis, John A. McLallen, William H. McLallen, Patrick M. Reynolds, and Frank Cooke, of the First Part, and the Company and Tache Lake Mines Limited and Frobex Limited, each as to a one-third interest, granting the parties of the Second Part an option to purchase certain Crown leases and mineral claims in the Cache Creek area, Province of British Columbia, particulars of which are disclosed in Filing Statement No. 114-7.</p> <p>Agreement made as of the 2nd day of October, 1963, as assigned to the Company, providing for the acquisition of 40 claims in Balet Township, Province of Quebec, by the Company, Newlund Mines Limited, Sudbury Contact Mines Limited and St. Mary's Explorations Limited, each as to a 25% interest.</p> <p>Agreement made the 10th day of February, 1965 between the Company and Lionel Burkett providing for an option to purchase from Burkett the mineral rights with respect to 159 acres more or less, in the Township of Calvert, Province of Ontario, for the sum of \$25,000.00 payable as follows:</p> <p>(i) \$1,000.00 on execution of the agreement (which sum has been paid);</p> <p>(ii) \$200.00 per month from and including the 1st day of March, 1965 to and including the 1st day of February, 1966; and</p> <p>(iii) thereafter the sum of \$400.00 per month until the \$25,000.00 has been paid in full.</p>			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company has acquired by staking 18 unpatented mining claims, L81827 - 44 inclusive in Calvert Township, Ontario, at a cost of \$1,800.00, and is negotiating options for the acquisition of mining rights with respect to two adjoining properties.</p> <p>The Company's subsidiary, Prairie Potash Mines Limited, has entered into a drilling contract with Canamerican Drilling Corporation for the drilling of at least one and possibly five or more wells on its potash prospects in the Province of Manitoba.</p> <p>There are no other material facts.</p> <p>None of the Company's shares are in the course of primary distribution.</p>			

CERTIFICATE OF THE COMPANY

DATED March 15th, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"H. B. Hicks"

METAL MINES LIMITED
per: *[Signature]*

CORPORATE
SEAL

"L. E. Wetmore"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)